

Exhibit A

Joshua S. Rupp

From: Josh <josh@nelsonjoneslegal.com>
Sent: Friday, December 15, 2017 4:03 PM
To: James Burton
Cc: Joshua S. Rupp; Heather Mills
Subject: Re: Activity in Case 2:15-cv-00556-DAK-EJF Garth O. Green Enterprises et al v. Standard Plumbing Supply Motion for Partial Summary Judgment

James,

I appreciate your attention to this matter, but rather than continue to go back and forth on this, I'm going to file our motion to extend. You can then decide whether to oppose it or not on the basis of your new Rule 56 argument.

Additionally, I reject any notion that this is a "tactic to delay." You already made that argument in the prior briefing, arguing that the Greens' motion "should be seen for what it is." Judge Parrish rejected your argument when she granted the motion for an extension of time.

Finally, in the event you plan to attach our email exchange to your opposition and argue that I am opposed to "meaningful discussions," let me just be clear that you are trying to force me to preview a Rule 56(d) motion for you, the time and expense of which the motion to extend is designed to avoid. And even then, the information that you are asking for was already detailed in prior briefing, as I've pointed out. If you don't think the reasons articulated in the prior briefing justify the requested extension, then we aren't going to be able to agree. Because it appears that that is the case, I am going to proceed with filing a motion to extend.

Best regards,

Joshua S. Ostler
Nelson Jones, PLLC
8941 S. 700 E., Ste. 203
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On Dec 15, 2017, at 3:27 PM, James Burton <jbarton@kmclaw.com> wrote:

Josh:

We think that Rule 56 wasn't contemplated by the Court (Judge Parrish was the judge at the time, as you may recall), nor was it addressed in sufficient detail (if at all) in the earlier briefing.

Our position is simple: what do you think you are missing that hasn't already been asked dozens of times in the three previous depositions and that you need to oppose the SJ motion on the DJ issue? If you can identify that, we can work

together to get it to you. If, however, this is a tactic to delay the motion without the specific identification required by Rule 56, then we cannot agree.

Moreover, as made clear by Judge Shelby's order today, he wants this case moving along. Richard Reese has been deposed three times and we have asked you to identify what is missing that would prohibit an opposition. It seems to make sense that we meaningfully discuss that. Do you agree?

Thanks,

James

From: Josh [<mailto:josh@nelsonjoneslegal.com>]

Sent: Friday, December 15, 2017 12:21 PM

To: James Burton

Cc: Joshua S. Rupp; Heather Mills

Subject: Re: Activity in Case 2:15-cv-00556-DAK-EJF Garth O. Green Enterprises et al v. Standard Plumbing Supply Motion for Partial Summary Judgment

James,

As I pointed out in my previous email, the information contemplated by Rule 56(d), i.e. what facts the Greens plan to obtain from Richard Reese's deposition, was already detailed, at least in part, in Docket No. 356. So in response to your specific request, please review Docket No. 356.

With respect to your overall position on Rule 56(d)'s application to the instant request, I disagree, but I'm not going to litigate that with you here.

The point is, the Court previously ordered that the Greens' response should be due after Mr. Reese's deposition. I don't think there is any reason to re-litigate the issue and would ask that you stipulate to a similar extension.

Thanks,

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On Dec 15, 2017, at 11:57 AM, James Burton <jbarton@kmclaw.com> wrote:

Josh:

Nothing in the earlier briefing addressed Rule 56. Our request is the same: will you provide what is missing and/or provide an affidavit, as required by Rule 56?

Thanks,

James

From: Josh [<mailto:josh@nelsonjoneslegal.com>]

Sent: Friday, December 15, 2017 11:52 AM

To: James Burton

Cc: Joshua S. Rupp; Heather Mills

Subject: Re: Activity in Case 2:15-cv-00556-DAK-EJF Garth O. Green Enterprises et al v. Standard Plumbing Supply Motion for Partial Summary Judgment

James,

The issues you raise were already briefed and the information you're looking for can be found, at least in part, in the Greens' reply memorandum, docket no. 356. The court apparently agreed with the Greens' position on these issues because it previously granted their request to extend the deadline until after Mr. Reese's deposition. I'm simply asking for a stipulation so we can avoid going through this exercise a second time.

Please let me know if you'll stipulate.

Thanks,

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On Dec 15, 2017, at 11:14 AM, James Burton <jbarton@kmclaw.com> wrote:

Josh:

Thank you for your emails. While we are amenable, as a matter of professional courtesy, to generally accommodating requests for modest extensions of time based on scheduling challenges, etc., your request is not premised on a scheduling challenge. Indeed, your request is not governed under Federal Rule of Civil Procedure 6 but rather falls squarely within the ambit of Federal Rule of Civil Procedure 56(d). Specifically, based on your below email, it is our understanding that the Greens believe they "cannot present facts essential to justify [their] opposition" to the motion for partial summary judgment absent taking Richard Reese's deposition for a *third* time. See Fed. R. Civ. P. 56(d). Rule 56(d), however, imposes specific obligations on the movant, including that the Greens demonstrate "by affidavit or declaration" the specific reasons they are currently unable to present facts to justify their opposition to the motion. See *id.* Clarifying this requirement, the Tenth Circuit has held as follows:

A prerequisite to granting relief pursuant to Rule 56[(d)] is an affidavit furnished by the [Rule 56(d) movant]. Although the affidavit need not contain evidentiary facts, it must explain why facts precluding summary judgment cannot be presented. **This includes identifying the probable facts not available and what steps have been taken to obtain these facts.** In this circuit, the [Rule 56(d) movant] also must explain how additional time

will enable him to rebut movant's allegations of no genuine issue of fact. Counsel's unverified assertion in a memorandum opposing summary judgment does not comply with Rule 56[(d)] and results in a waiver.

Price ex rel. Price v. W. Res., Inc., 232 F.3d 779, 783 (10th Cir. 2000) (internal alterations and quotation marks omitted; emphasis added); *see also Hackworth v. Progressive Cas. Ins. Co.*, 468 F.3d 722, 732 (10th Cir. 2006) (the Rule 56(d) movant "must submit an affidavit identifying the probable facts not available and what steps have been taken to obtain these facts and must explain how additional time will enable him to rebut movant's allegations of no genuine issue of fact. (internal quotation marks omitted); *Price*, 232 F.3d at 783-784 ("In addition to their failure to file the required affidavit, Appellants have failed to satisfy the other requirements of Rule 56(f)" including "explaining what facts they want to discover, why they have not yet discovered them, and how additional time would help them rebut Western's allegations....").

As mentioned above, Richard Reese has already been deposed twice, once in his personal capacity and a second time as the 30(b)(6) designee for Standard. Scores of questions were exhaustively asked of Mr. Reese pertinent to Standard's declaratory judgment claims at issue in the motion for partial summary judgment. Nevertheless, your below email fails to identify any facts which are not already available, what steps have been taken to obtain these facts, and what additional time/discovery will enable the Greens to rebut Standard's allegations. Are you willing to provide those so we can consider it?

Thanks,

James

James T. Burton
Kirton McConkie
Key Bank Tower
36 South State Street, 19th Floor
Salt Lake City, UT 84111
Direct: (801) 323-5998
Office: (801) 328-3600
Fax: (801) 212-2138
email: jburton@kmclaw.com

From: Josh [<mailto:josh@nelsonjoneslegal.com>]

Sent: Friday, December 15, 2017 10:59 AM

To: James Burton; Joshua S. Rupp

Subject: Re: Activity in Case 2:15-cv-00556-DAK-EJF Garth O. Green Enterprises et al v. Standard Plumbing Supply Motion for Partial Summary Judgment

James,

Following up on this. I will be filing a motion today, whether Standard stipulates or not. Please let me know your position at your earliest convenience. If you stipulate, I'll send a draft stipulation for your review. If not, I'll go ahead and file a motion.

Thanks,

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On Dec 13, 2017, at 10:55 AM, Josh <josh@nelsonjoneslegal.com> wrote:

James,

I plan to make a motion to enlarge time to respond to Standard's motion for partial summary judgment. As you'll recall, with your prior motion for partial summary judgment, the court granted an enlargement of time until 17 days after Richard Reese's deposition. I plan to make a similar request, just asking for 21 days after his deposition, instead of 17. Please let me know if you will stipulate. If so, I'll send over a draft stipulated motion for your review.

Thanks,

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Begin forwarded message:

From: utd_enotice@utd.uscourts.gov
Subject: Activity in Case 2:15-cv-00556-DAK-EJF Garth O. Green Enterprises et al v. Standard Plumbing Supply Motion for Partial Summary Judgment
Date: December 1, 2017 at 12:37:36 PM MST
To: ecf_notice@utd.uscourts.gov

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The following transaction was entered by Burton, James on 12/1/2017 at 12:37 PM MST and filed on 12/1/2017

Case Name: Garth O. Green Enterprises et al v. Standard Plumbing Supply

Case Number: 2:15-cv-00556-DAK-EJF

Filer: Standard Plumbing Supply

Document Number: 539

Docket Text:

MOTION for Partial Summary Judgment and Memorandum in Support *re: Declaratory Judgment Claims* filed by Defendant Standard Plumbing Supply. (Attachments: # (1) Text of Proposed Order, # (2) Exhibit A - Excerpts from C. Harward Depo., # (3) Exhibit B - Final Offer, # (4) Exhibit C - Complaint, # (5) Exhibit D - Excerpts from R. Reese Depo, # (6) Exhibit E - Text Message, # (7) Exhibit F - Excerpts from Transcript of Voicemail and Telephone Conversation, # (8) Exhibit G - Asset Purchase Sale Agreement, # (9) Exhibit H - Settlement Agreement, # (10) Exhibit I - Memorandum Decision, # (11) Exhibit J - Notice of Lis Pendens, # (12) Exhibit K - Excerpts from GW Green Depo, # (13) Exhibit L - Loan Proposal Letter, # (14) Exhibit M - Excerpts from RT Harward Depo., # (15) Exhibit N - Utah Business Entity Search, # (16) Exhibit O - Letter from R. Mumford, # (17) Exhibit P - Excerpts from R. Harward Depo., # (18) Exhibit Q - Excerpts from Standard Plumbing Depo., # (19) Exhibit R - Letter of Intent, # (20) Exhibit S - Sublease Agreement, # (21) Exhibit T- Email Correspondence, # (22) Exhibit U - Letter from G. Green to R. Harward, # (23) Exhibit V - Excerpts from D. Ford Depo., # (24) Exhibit W - Excerpts from G. Green Depo.)(Burton, James)

2:15-cv-00556-DAK-EJF Notice has been electronically mailed to:

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2:15-cv-00556-DAK-EJF Notice has been delivered by other means to:

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-0]
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Document description:Text of Proposed Order

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-1]
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Document description:Exhibit A - Excerpts from C. Harward Depo.

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-2]
] [9e3ce946caffaa739cf69ce8ef2b007aabaec284af3cd9925121c1c0a9c2abf959
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Document description:Exhibit B - Final Offer

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-3]
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Document description:Exhibit C - Complaint

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit D - Excerpts from R. Reese Depo

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit E - Text Message

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit F - Excerpts from Transcript of Voicemail and Telephone Conversation

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit G - Asset Purchase Sale Agreement

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit H - Settlement Agreement

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-9]
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Document description:Exhibit I - Memorandum Decision

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit J - Notice of Lis Pendens

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit K - Excerpts from GW Green Depo

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit L - Loan Proposal Letter

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-1

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Document description:Exhibit M - Excerpts from RT Harward Depo.

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-14] [7ce4fcb686b56baea1596227f64b878bf7cdfa058fcfd3eedd051c020c2d73c027b14786e2d022160169f98ca7c6afaea2e9b662db2a7731ae5fd0ebc5fabe67]]

Document description:Exhibit N - Utah Business Entity Search

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit O - Letter from R. Mumford

Original filename:n/a

Electronic document Stamp:

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Document description:Exhibit P - Excerpts from R. Harward Depo.

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-17] [5bd063c8b16488a92c11b31633d06bac10f21e74fd178c02dc31d6982ae35979c526f9eed4bab8911e409fae1af4e4f2c2de2168c4a76778c9238952339fc7c9]]

Document description:Exhibit Q - Excerpts from Standard Plumbing Depo.

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-18] [45558dff85bca1c649f303758b1ff80d7a499a9faa51a327fd7471e4a99e562dad655f981d09d04d3a371148052c1674e274efb97b0f35f2530ca582cbff3ba6]]

Document description:Exhibit R - Letter of Intent

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-19] [27b00fa83052080203e7cbb3dd372ed3d9f237757be6b6aead6b6ac2769c29e152c74dab9b0bfd41231bbf0f112685a81ff20b27d5b6169facb0c6e73133373]]

Document description:Exhibit S - Sublease Agreement

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-20] [8e9390f767ea6f759fa8f857464298f4a7e5c71f0251a4949ec526491388523518069051b4cc483f357ce2528e6dc9783f3010fe2980b4cc2d9d1736a1f2f346]]

Document description:Exhibit T- Email Correspondence

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-21] [7267b5baec0e7a246c504e8633a7167f482825449cad68f79fb74ca8f6e2f400dfc916c327977d5d500c901b0f9ad58524c8d20e49161792f3d143c99a2d47e8]]

Document description:Exhibit U - Letter from G. Green to R. Harward

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-22] [031c4a421acfdef7be8472c6daeb572bc813f3667d2fc3ef087b46f6b2af159c2ac5433aa6c23087eb37008ebb79b25daa4ad4417c6e7ff2525fe1dabade7a5e]]

Document description:Exhibit V - Excerpts from D. Ford Depo.

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-23] [619b5af4db54fc83e2a90d04dac34930e23a7bb30b61c6fa42213581849de093db4607b6e221526ff217776516c6c5c2269484438a2caf98c0275b4a285c7a20]]

Document description:Exhibit W - Excerpts from G. Green Depo.

Original filename:n/a

Electronic document Stamp:

[STAMP dcecfStamp_ID=1060034973 [Date=12/1/2017] [FileNumber=3771237-24] [b72fd3959f1ce274b08be8812efa0f3735eba210af6b6f7e593470c85a5399e95fc08fa8189e3ae90c522b7af4bb777d4db8611a55395e7c343daa9ea37e8fa5]]

